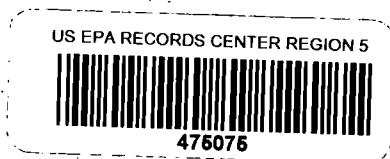




**Francis E. Chin**  
Sr. Legal Counsel  
Regulatory/HSE

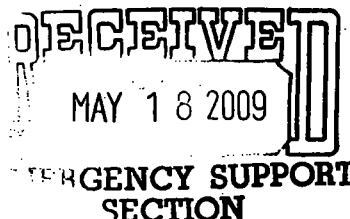
**WASTE MANAGEMENT**  
1001 Fannin, Suite 4000  
Houston, Texas 77002  
(713) 328-7187  
(713) 287-2654 Fax

May 14, 2009



**Via UPS Overnight Delivery**

Mila V. Bensing  
U.S. Environmental Protection Agency Region 5  
Emergency Enforcement Services Section, SE-5J  
77 West Jackson Boulevard  
Chicago, Illinois 60604-3590



Re: Follow-up to Request for Information Pursuant to Section 104 of CERCLA for the Rose Exterminator Site in Norwood, Ohio; Waste Management Holdings, Inc.'s Response

Dear Ms. Bensing:

On behalf of Waste Management Holdings, Inc. (WM Holdings), please find enclosed WM Holdings' response to the above-referenced information request from U.S. Environmental Protection Agency (USEPA) dated March 11, 2009. Since this Request was improperly addressed, WM Holdings did not receive the Request until April 20, 2009. Accordingly, WM Holdings requested an extension of time, via a telephonic conversation with Joseph Malek on April 24, 2009. This request for an extension of time was granted, and WM Holdings' response due date was extended until May 15, 2009.

WM Holdings, based upon its investigation thus far, and as detailed in its responses to USEPA's Request for Information, has never owned or operated at the Rose Exterminator Site in Norwood, Ohio.

Please do not hesitate to call if you have any questions.

Best Regards,

Francis Chin

Enclosures

cc: Nola Hicks, without attachments  
Joseph Malek, without attachments  
Jim Forney, with attachments

**ROSE EXTERMINATOR SITE, NORWOOD, OHIO  
RESPONSE TO EPA'S CERCLA 104(E)  
REQUEST FOR INFORMATION**

**INSTRUCTIONS**

1. Answer Every Question Completely. A separate response must be made to each of the questions set forth in this Information Request. For each question contained in this letter, if information responsive to this Information Request is not in your possession, custody, or control, please identify the person(s) from whom such information may be obtained.
2. Number Each Answer. Precede each answer with the corresponding number of the question and the subpart to which it responds.
3. Provide the Best Information Available. Provide responses to the best of Respondent's ability, even if the information sought was never put down in writing or if the written documents are no longer available. You should seek out responsive information from current and former employees/agents. Submission of cursory responses when other responsive information is available to the Respondent will be considered non-compliance with this Information Request.
4. Identify Sources of Answer. For each question, identify (see Definitions) all the persons and documents that you relied on in producing your answer.
5. Continuing Obligation to Provide/Correct Information. If additional information or documents responsive to this Request become known or available to you after you respond to this Request, U.S. EPA hereby requests pursuant to Section 104(e) of CERCLA that you supplement your response to U.S. EPA.
6. Confidential Information. The information requested herein must be provided even though you may contend that it includes confidential information or trade secrets. You may assert a confidentiality claim covering part or all of the information requested, pursuant to Sections 104(e)(7)(E) and (F) of CERCLA, and Section 3007(b) of the Resource Conservation and Recovery Act ("RCRA"), 42 U.S.C. § 6927(b), and 40 C.F.R. § 2.203(b).

If you make a claim of confidentiality for any of the information you submit to U.S. EPA, you must prove that claim. For each document or response you claim confidential, you must separately address the following points:

1. the portions of the information alleged to be entitled to confidential treatment;
2. the period of time for which confidential treatment is desired (e.g., until

a certain date, until the occurrence of a specific event, or permanently);

3. measures taken by you to guard against the undesired disclosure of the information to others;

4. the extent to which the information has been disclosed to others; and the precautions taken in connection therewith;

5. pertinent confidentiality determinations, if any, by U.S. EPA or other federal agencies, and a copy of any such determinations or reference to them, if available; and

6. whether you assert that disclosure of the information would likely result in substantial harmful effects on your business' competitive position, and if so, what those harmful effects would be, why they should be viewed as substantial, and an explanation of the causal relationship between disclosure and such harmful effects.

To make a confidentiality claim, please stamp or type "confidential" on all confidential responses and any related confidential documents. Confidential portions of otherwise nonconfidential documents should be clearly identified. You should indicate a date, if any, after which the information need no longer be treated as confidential. Please submit your response so that all non-confidential information, including any redacted versions of documents, is in one envelope and all materials for which you desire confidential treatment are in another envelope.

All confidentiality claims are subject to U.S. EPA verification. It is important that you satisfactorily show that you have taken reasonable measures to protect the confidentiality of the information and that you intend to continue to do so, and that it is not and has not been obtainable by legitimate means without your consent. Information covered by such claim will be disclosed by U.S. EPA only to the extent permitted by Section 104(e) of CERCLA. If no such claim accompanies the information when it is received by U.S. EPA, then it may be made available to the public by U.S. EPA without further notice to you.

7. Disclosure to U.S. EPA Contractor. Information which you submit in response to this Information Request may be disclosed by U.S. EPA to authorized representatives of the United States, pursuant to 40 C.F.R. 2.310(h), even if you assert that all or part of it is confidential business information. Please be advised that U.S. EPA may disclose all responses to this Information Request to one or more of its private contractors for the purpose of organizing and/or analyzing the information contained in the responses to this Information Request. If you are submitting information which you assert is entitled to treatment as confidential business information, you may comment on this intended disclosure within fourteen (14) days of receiving this Information Request.

8. Personal Privacy Information. Personnel and medical files, and similar files, the disclosure of which to the general public may constitute an invasion of privacy, should be segregated from your responses, included on separate sheet(s), and marked as "Personal Privacy Information."

9. Objections to Questions. If you have objections to some or all the questions within the Information Request letter, you are still required to respond to each of the questions.

## DEFINITIONS

The following definitions shall apply to the following words as they appear in this Information Request.

1. The term **"arrangement"** means every separate contract or other agreement between two or more persons, whether written or oral.
2. The term **"documents"** includes any written, recorded, computer-generated, or visually or aurally reproduced material of any kind in any medium in your possession, custody, or control, or known by you to exist, including originals, all prior drafts, and all non-identical copies.
3. The term **"hazardous substance"** shall have the same definition as that contained in Section 101(14) of CERCLA, and includes any mixtures of such hazardous substances with any other substances, including mixtures of hazardous substances with petroleum products or other nonhazardous substances.
4. The term **"identify"** means, with respect to a natural person, to set forth: (a) the person's full name; (b) present or last known business and home addresses and telephone numbers; (c) present or last known employer (include full name and address) with title, position or business.

### OBJECTION:

Respondent objects to this definition on the grounds that it is overly broad, requests irrelevant information, and is unduly burdensome.

5. With respect to a corporation, partnership, or other business entity (including a sole proprietorship), the term **"identify"** means to provide its full name, address, and affiliation with the individual and/or company to whom/which this request is addressed.

### OBJECTION:

Respondent objects to this definition on the grounds that it is overly broad, requests irrelevant information, and is unduly burdensome.

6. The term **"material"** or **"materials"** shall mean any and all objects, goods, substances, or matter of any kind, including but not limited to wastes.
7. The term **"person"** shall include any individual, firm, unincorporated association, partnership, corporation, trust, or other entity.
8. The term **"pollutant or contaminant"** shall include, but not be limited to, any

element, substance, compound, or mixture, including disease-causing agents, which after release into the environment will or may reasonably be anticipated to cause death, disease, behavioral abnormalities, cancer, genetic mutation, physiological malfunctions (including malfunctions in reproduction) or physical deformations; except that the term "pollutant or contaminant" shall not include petroleum.

9. The term "**real estate**" shall mean and include, but not be limited to the following: land, buildings, a house, dwelling place, condominium, cooperative apartment, office or commercial building, including those located outside the United States.

10. The term "**release**" shall mean any spilling, leaking, pumping, pouring, emitting, emptying, discharging, injecting, escaping, leaching, dumping, or disposing into the environment, including the abandonment or discharging of barrels, containers, and other closed receptacles containing any hazardous substance or pollutant or contaminant.

11. The term "**Site**" shall mean the Rose Exterminator Superfund Site located at 5421 Carthage Avenue in Norwood, Ohio.

12. The term "**waste**" or "**wastes**" shall mean and include trash, garbage, refuse, by-products, solid waste, hazardous waste, hazardous substances, and pollutants or contaminants, whether solid, liquid, or sludge, including but not limited to containers for temporary or permanent holding of such wastes.

13. The term "**you**" or "**Respondent**" shall mean Waste Management Company. The term "you" also includes any officer, managers, employees, contractors, trustees, successors, assigns, and agents of Waste Management Company.

#### **OBJECTION:**

Respondent objects to this definition on the basis that it is inaccurate. "Waste Management Company" is not the proper Respondent. The proper Respondent is Waste Management Holdings, Inc.

## QUESTIONS

1. Identify all persons consulted in the preparation of the answers to these Information Requests.

**Response:**

Francis E. Chin  
Waste Management  
Sr. Legal Counsel - Regulatory/HSE  
1001 Fannin Street, Suite 4000  
Houston, Texas 77002  
(713) 328-7187

Debra Kopsky  
Waste Management  
Closed Site Management Group  
Paralegal  
720 E. Butterfield Road  
Lombard, IL 60148  
(630) 572-2486

2. Identify all documents consulted, examined or referred to in the preparation of the answers to these Requests, and provide copies of all such documents.

**Response:**

Please see attached documents.

3. If you have reason to believe that there may be persons able to provide a more detailed or complete response to any Information Request or who may be able to provide additional responsive documents, identify such persons.

**Response:**

Mr. William Tobergte  
980 Dorothy Drive  
Independence, Kentucky 41051  
859-525-8484

Mr. David Sunderland  
265 Captain Eames  
Ashland, Massachusetts 01721  
508-881-6977

Ms. Judy Brown  
513-724-6509

Mr. Michael Gieman  
859-781-6252

4. List the EPA Identification Numbers of the Respondent.

**Response:**

None.

5. Identify the acts or omissions of any persons, other than your employees, contractors, or agents, that may have caused the release or threat of release of hazardous substances, pollutants, or contaminants, and damages resulting therefrom.

**Response:**

Respondent objects to this question on the ground that it is vague. Further, Respondent is unclear as to whether USEPA is referring to the "acts or omissions of any persons, other than your employees, contractors, or agents, that may have caused the release or threat of release of hazardous substances, pollutants, or contaminants, and damages resulting therefrom" as such acts or omissions relate to the Site.

Subject to this objection, and based upon information and belief, Respondent cannot "identify the acts or omissions of any persons, other than your employees, contractors, or agents, that may have caused the release or threat of release of hazardous substances, pollutants, or contaminants, and damages resulting therefrom" as those acts or omissions relate to the Site. Moreover, based upon Respondent's investigation thus far, Respondent has never owned or operated at the Site.

6. Identify all persons having knowledge or information about the generation, transportation, treatment, disposal, or other handling of hazardous substances by you, your contractors or by prior owners and/operators.

**Response:**

Respondent objects to this question on the ground that it is vague. Further, Respondent is unclear as to whether USEPA is referring to the identity of "all persons having knowledge or information about the generation, transportation, treatment, disposal, or other handling of hazardous" related to the Site.

Subject to this objection, and based upon information and belief, Respondent cannot "identify all persons having knowledge or information about the generation, transportation, treatment, disposal, or other handling of hazardous substances" related to the Site. Moreover, based upon Respondent's investigation thus far, Respondent has never owned or operated at the Site.

7. Did you ever use, purchase, store, treat, dispose, transport or otherwise handle any hazardous substances or materials? If the answer to the preceding question is anything but an unqualified "no", identify:

**Response:**

Respondent objects to this question on the ground that it is vague. Further, Respondent is unclear as to whether USEPA is referring to the "use, purchase, store, treat, dispose, transport or otherwise handle any hazardous substances or materials" at the Site.

Subject to this objection, and based upon information and belief, Respondent has not used, purchased, stored, treated, disposed, transported or otherwise handled any hazardous substances or materials at the Site. Moreover, based upon Respondent's investigation thus far, Respondent has never owned or operated at the Site.

- a) The chemical composition, characteristics, physical state (e.g., solid, liquid) of each hazardous substance;

**Response:**

Not applicable.

- b) Who supplied you with such hazardous substances;

**Response:**

Not applicable.

c) How such hazardous substances were used, purchased, generated, stored, treated, transported, disposed, or otherwise handled by you;

**Response:**

Not applicable.

d) When such hazardous substances were used, purchased, generated, stored, treated, transported, disposed, or otherwise handled by you;

**Response:**

Not applicable.

e) Where such hazardous substances were used, purchased, generated, stored, treated, transported, disposed, or otherwise handled by you; and

**Response:**

Not applicable.

f) The quantity of such hazardous substances used, purchased, generated, stored, treated, transported, disposed or otherwise handled by you;

**Response:**

Not applicable.

8. Provide a list of all property and casualty insurance (e.g., comprehensive general liability, environmental impairment, etc.) and specify the insurer, policy, effective dates, and per occurrence policy limits for each policy for the time period specified in this Information Request. In lieu of providing this information, you may submit complete copies of all relevant insurance policies.

**Response:**

Respondent objects to this question on the ground that it is vague. Respondent is unclear as to what "time period specified in this Information Request" refers.

Subject to the above objection, if the Information Request "time period" refers to the period of the assigned lease of the Rose Exterminator facility located at 1230 W. 8<sup>th</sup> Street, Cincinnati, Ohio 45203, which was from approximately November 1988 to November 1990, no such insurance policies have been located at the time of responding to this Information Request. However, Respondent was able to locate general descriptions of insurance policies.

Please see Attachment A – Corporate Insurance History for Rose Exterminator Company as of December 12, 1989.

9. Provide copies of all income tax returns sent to the Federal Internal Revenue Service in the last five years.

**Response:**

Respondent objects to this question on the grounds that it is overly broad, requests irrelevant information, and does not request information within the proper scope of CERCLA §104(e).

Subject to these objections, Waste Management Holdings, Inc. is part of a consolidated group and files a consolidated return for the group. Waste Management Holdings, Inc. consolidated return is available through the IRS.

10. If Respondent is a Corporation, respond to the following requests:

- a) Provide a copy of the Articles of Incorporation and By-Laws of the Respondent.

**Response:**

Please see Attachment B – Third Restated Certificate of Incorporation of Waste Management Holdings, Inc.

Please see Attachment C – By-Laws of Waste Management Holdings, Inc.

- b) Provide Respondent's audited financial statements for the past five fiscal years, including, but not limited to those filed with the Internal Revenue Service. If audited financial statements are not available, please state the reasons that they are not available, and provide the financial statements that management would review at the conclusion of each fiscal year.

**Response:**

Respondent objects to this question on the grounds that it is overly broad, requests irrelevant information, and does not request information within the proper scope of CERCLA §104(e). Subject to these objections, no such audited financial statements are available.

- c) Identify all Respondent's current assets and liabilities and the persons who currently own or are responsible for such assets and liabilities.

**Response:**

Respondent objects to this question on the grounds that it is overly broad, requests irrelevant information, is not specific in time, and is unduly burdensome because it does not relate to the Site.

- d) Provide a list of any investments that the Corporation may own. For example, any ownership in stock should list Corporate name, number of shares owned, and price at a current specific date. Ownership of real estate should itemize property location, type of property, (land, office building, factory, etc.) size of property, purchase price, and current market valuation. These schedules should agree with financial statement presentations.

**Response:**

Respondent objects to this question on the grounds that it is overly broad, requests irrelevant information, is not specific in time, and is unduly burdensome because it does not relate to the Site.

11. If Respondent is a Partnership, provide copies of the Partnership Agreement.

**Response:**

Respondent is not a Partnership.

12. If the Respondent is a Trust, provide all relevant agreements and documents to support this claim.

**Response:**

Respondent is not a Trust.

13. Have you or any other person working with you or on your behalf ever accepted waste materials for transportation to the Site [to transshipment site] from any person? If the answer to this question is anything but an unequivocal no, identify:

**Response:**

No.

- a) The persons from whom you or such other persons accepted waste materials for transport to the Site;

**Response:**

Not applicable.

- b) Every date on which waste materials were so accepted or transported;

**Response:**

Not applicable.

- c) For each transaction, the nature of the waste materials accepted or transported, including the chemical content, characteristics, physical state (e.g., solid, liquid) and the process for which the material was used or the process which generated the material;

**Response:**

Not applicable.

- d) For each material, describe any warnings given to you with respect to its handling;

**Response:**

Not applicable.

- e) The owner of the materials so accepted or transported;

**Response:**

Not applicable.

- f) The quantity of the material involved (weight or volume) in each transaction and the total quantity for all transactions;

**Response:**

Not applicable.

- g) All tests or analyses and analytical results concerning each material;

**Response:**

Not applicable.

- h) The price charged for transport and/or disposal per drum, barrel, container, load (or whatever unit used) of waste materials brought to the Site.

**Response:**

Not applicable.

14. Identify, all persons, including yourself, who may have arranged for disposal or treatment or arranged for transportation for disposal or treatment of waste materials, including hazardous substances, at the Site or to the Site or [transshipment Site]. In addition, identify the following:

**Response:**

None.

- a) The persons with whom you or such other persons made such arrangements, including, but not limited to [provide list of transporters];

**Response:**

Not applicable.

- b) Every date on which such arrangements took place;

**Response:**

Not applicable.

- c) For each transaction, the nature of the waste material or hazardous substance, including the chemical content, characteristics, physical state (e.g. solid, liquid) and the process for which the substance was used or the process which generated the substance;

**Response:**

Not applicable.

d) The owner of the waste materials or hazardous substances so accepted or transported;

**Response:**

Not applicable.

e) The quantity of the waste materials or hazardous substances involved (weight or volume) in each transaction and the total quantity for all transactions;

**Response:**

Not applicable.

f) All tests, analyses, and analytical results concerning the waste materials;

**Response:**

Not applicable.

g) The person(s) who selected the Site [or transshipment Site) as the place to which the materials or hazardous substances were to be transported;

**Response:**

Not applicable.

h) The amount paid in connection with each transaction, the method payment, and the identify of the person from whom payment was received;

**Response:**

Not applicable.

i) Where the person identified in g. above intended to have such hazardous substances or waste materials transported and all evidence of this intent;

**Response:**

Not applicable.

j) Whether the waste materials or hazardous substances involved in each transaction were transshipped through, or were stored or held at any intermediate site prior to final treatment or disposal;

**Response:**

Not applicable.

k) What was actually done to the waste materials or hazardous substances once they were brought to the Site;

**Response:**

Not applicable.

l) The final disposition of each of the waste materials or hazardous substances involved in such transactions;

**Response:**

Not applicable.

m) The measures taken by you to determine the actual methods, means, and site of treatment or disposal of the waste material and hazardous substances involved in each transaction;

**Response:**

Not applicable.

n) The type and number of containers in which the waste materials or hazardous substances were contained when they were accepted for transport, and subsequently until they were deposited at the Site, and all markings on such containers;

**Response:**

Not applicable.

o) The price paid for (i) transport or (ii) disposal of (iii) or both, of each waste material and hazardous substance;

**Response:**

Not applicable.

p) All documents containing information responsive to a)-o) above, or in lieu of identification of all relevant documents, provide copies of all such documents;

**Response:**

Not applicable.

q) All persons with knowledge, information, or documents responsive to a)-o) above.

**Response:**

Not applicable.

15. Sometime during the 1970s or 1980s did Waste Management purchase a pest control business from a Thomas Evers who was doing business in the area of Cincinnati, Ohio.

**Response:**

Respondent objects to this question on the ground that it identifies the wrong Respondent. Subject to this objection, "Waste Management" did not purchase a pest control business from Thomas Evers.

On November 11, 1988, WMPC, Inc. purchased the assets of a pest control business from Thomas Evers. As a result of this purchase, WMPC, Inc. was assigned a lease for a facility located at 1230 W. 8<sup>th</sup> Street, Cincinnati, Ohio. On December 31, 1989, WMPC, Inc. changed its name to WMI Urban Services, Inc. On December 21, 1999, WMI Urban Services, Inc. was merged into Waste Management Holdings, Inc.

Please see Attachment D – Acquisition Questionnaire for Rose Exterminator Company.

16. If the answer to the previous question is in the affirmative, then

a. Supply this Agency with copies of all documents signed by Evers or his business and the attachments thereto which transferred ownership or control of such a business to Waste Management.

**Response:**

Respondent objects to this question on the ground that it identifies the wrong Respondent. Subject to this objection, Thomas Evers did not transfer

ownership or control to "Waste Management" but to WMPC, Inc.

Please see Attachment D and Attachment E – two handwritten memos from Tom Evers dated August 1988.

- b. Furnish the date of such transfer.

**Response:**

Please see Response to Request Number 15.

- c. Furnish the names and last known addresses of all employees living in Ohio that were employees of the business transferred to Waste Management or who became employees subsequent to such transfer, and

**Response:**

Respondent objects to this question on the ground that it identifies the wrong Respondent. Subject to this objection, and based upon information and belief, there are no such employees. Moreover, based upon Respondent's investigation thus far, Respondent has never owned or operated at the Site.

- d. Furnish the documentation and exhibits that were generated when Waste Management sold, transferred or assigned the business to Terminix International.

**Response:**

Respondent objects to this question on the ground that it identifies the wrong Respondent. Subject to this objection, and based upon information and belief, no such documents or exhibits exist because Respondent did not sell, transfer or assign the business to Terminix International.

During 1990, Respondent's parent company reached an agreement with ServiceMaster Limited Partnership to combine its pest control and lawn care business into a new enterprise, ServiceMaster Consumer Services Limited Partnership. On April 1, 1997, Respondent's parent company's interest in this Limited Partnership, 19 percent, was sold to ServiceMaster.

Please see Attachment F – Page 5 of Waste Management, Inc.'s 1990 Annual Report.

Please see Attachment G – April 1, 1997 Press Release.

# ATTACHMENT A

## CORPORATE INSURANCE HISTORY

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AS OF 12/12/89

COMPANY:  
ROSE EXTERMINATOR COMPANY

I.D.NO.:  
NN2371

### AUTOMOBILE LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 12/31/87 TO 12/31/88 NO: BA1455782  
PREM:\$15,544 SOURCE: P  
INS.CO.: NATIONAL UNION FIRE INS. CO. OF PITTSBURGH, PA ID NO:J-231  
GROUP: AMERICAN INTERNATIONAL GROUP ID NO:S-029  
INSURED:ROSE EXTERMINATING CO., INC.

LIMITS: BI:

PD:

CSL: 1,000,000 OCC.

OCCURRENCE/CLAIMS MADE: DEDUCT:\$

RETRO PLAN: MAX.RETRO.PREM.:\$ RETRO TERM:

INSURED'S AGENT/ADDRESS: FRED S. JAMES & CO. OF TEXAS, INC.  
3811 TURTLE CREEK BLVD.  
LOCK BOX 1  
DALLAS, TX 75219-4419

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: CASUALTY CLAIMS MANAGER  
NATIONAL UNION FIRE INSURANCE CO. OF PITTSBURGH, PA  
70 PINE ST.  
NEW YORK, NY 10270

ADDITIONAL INSURED(S):

STATUS:

COMMENTS: ENTERED CORPORATE INSURANCE PROGRAM 11-1-88.

COMPANY:  
ROSE EXTERMINATOR COMPANY

PAGE: 2

I.D.NO.:  
NN2371

AUTOMOBILE LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 12/31/86 TO 12/31/87 NO: BA1549147-7RMA  
PREM:\$ SOURCE: RND  
INS.CO.: NATIONAL UNION FIRE INS. CO. OF PITTSBURGH, PA  
GROUP: AMERICAN INTERNATIONAL GROUP  
INSUREDS: ROSE EXTERMINATING CO., INC.

ID NO: J-231  
ID NO: S-029

LIMITS: BI: NOT INDICATED

PD:

CSL:

OCCURRENCE/CLAIMS MADE: DEDUCT:\$

RETRO PLAN: MAX.RETRO.PREM.:\$ RETRO TERM:

INSURED'S AGENT/ADDRESS: FRED S. JAMES & CO. OF TEXAS, INC.  
3811 TURTLE CREEK BLVD.  
LOCK BOX 1  
DALLAS, TX 75219-4419

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: CASUALTY CLAIMS MANAGER  
NATIONAL UNION FIRE INSURANCE CO. OF PITTSBURGH, PA  
70 PINE ST.  
NEW YORK, NY 10270

ADDITIONAL INSURED(S):

STATUS:

COMMENTS: COMPANY CREATED IN 1960.

COMPANY:  
ROSE EXTERMINATOR COMPANY

PAGE: 3

I.D.NO.:  
NN2371

AUTOMOBILE LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 12/31/85 TO 12/31/86 NO: BA 1549147  
PREM:\$12,472 SOURCE: P  
INS.CO.: NATIONAL UNION FIRE INS. CO. OF PITTSBURGH, PA  
GROUP: AMERICAN INTERNATIONAL GROUP  
INSUREDS:ROSE EXTERMINATOR CO., INC.

ID NO:J-231  
ID NO:S-029

LIMITS: BI:

PD:

CSL: 1,000,000 OCC.

OCCURRENCE/CLAIMS MADE: DEDUCT:\$

RETRO PLAN: MAX.RETRO.PREM.:\$ RETRO TERM:

INSURED'S AGENT/ADDRESS: FRED S. JAMES CO. OF TEXAS, INC.  
3811 TURTLE CREEK BLVD.  
LOCK BOX 1  
DALLAS, TX 75219-4419

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: CASUALTY CLAIMS MANAGER  
NATIONAL UNION FIRE INSURANCE CO. OF PITTSBURGH, PA  
70 PINE ST.  
NEW YORK, NY 10270

ADDITIONAL INSURED(S):

STATUS:

COMMENTS:

COMPANY:  
ROSE EXTERMINATOR COMPANY

PAGE: 4

I.D.NO.:  
NN2371

AUTOMOBILE LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 12/31/84 TO 12/31/85 NO: BA 919 90 79  
PREM:\$11,448 SOURCE: P  
INS.CO.: NATIONAL UNION FIRE INS. CO. OF PITTSBURGH, PA  
GROUP: AMERICAN INTERNATIONAL GROUP  
INSUREDS:ROSE EXTERMINATOR CO., INC.

ID NO:J-231  
ID NO:S-029

LIMITS: BI:

PD:

CSL: 500,000 ACC.

OCCURRENCE/CLAIMS MADE: DEDUCT:\$

RETRO PLAN: MAX.RETRO.PREM.:\$ RETRO TERM:

INSURED'S AGENT/ADDRESS: FRED S. JAMES CO. OF TEXAS, INC.  
3811 TURTLE CREEK BLVD.  
LOCK BOX 1  
DALLAS, TX 75219-4419

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: CASUALTY CLAIMS MANAGER  
NATIONAL UNION FIRE INSURANCE CO. OF PITTSBURGH, PA  
70 PINE ST.  
NEW YORK, NY 10270

ADDITIONAL INSURED(S):

STATUS:

COMMENTS: HANDWRITTEN NOTATION INDICATES POLICY TERM WAS 12-31-85/86,  
HOWEVER, DATED ENDORSEMENTS TO POLICY INDICATE POLICY TERM WOULD  
HAVE TO BE 12-31-84 TO 12-31-85. THIS PERIOD WOULD ALSO BE IN LINE  
WITH SUCCEEDING POLICY TERMS. ALSO, A HANDWRITTEN NOTATION  
INDICATES LIMITS WERE 1,000,000 ACC. CSL.

COMPANY:  
ROSE EXTERMINATOR COMPANY

PAGE: 5

I.D.NO.:  
NN2371

GENERAL LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 12/31/87 TO 12/31/88 NO: GLA2492777  
PREM:\$ SOURCE: P  
INS.CO.: NATIONAL UNION FIRE INS. CO. OF PITTSBURGH, PA  
GROUP: AMERICAN INTERNATIONAL GROUP  
INSUREDS: ROSE EXTERMINATING CO., INC.

ID NO: J-231  
ID NO: S-029

LIMITS: BI:

PD:

CSL: 1M OCC./3M AGG.

OCCURRENCE/CLAIMS MADE: 0 DEDUCT:\$500

RETRO PLAN: MAX.RETRO.PREM.:\$ RETRO TERM:

INSURED'S AGENT/ADDRESS: FRED S. JAMES & CO. OF TEXAS, INC.  
3811 TURTLE CREEK BLVD.  
LOCK BOX 1  
DALLAS, TX 75219-4419

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: TIMOTHY MALONEY, MANAGER  
ENVIRONMENTAL CLAIMS DEPT.  
NATIONAL UNION FIRE INSURANCE CO. OF PITTSBURGH, PA  
50 S. CLINTON ST.  
EAST ORANGE, NJ 07019

ADDITIONAL INSURED(S):

STATUS:

COMMENTS: DEDUCTIBLE IS \$500 FOR PROPERTY DAMAGE. ENTERED CORPORATE INSURANCE  
PROGRAM 11-1-88.

COMPANY:  
ROSE EXTERMINATOR COMPANY

PAGE: 6

I.D.NO.:  
NN2371

GENERAL LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 12/31/86 TO 12/31/87 NO: GLA 1977945-7  
PREM:\$ SOURCE: RND  
INS.CO.: NATIONAL UNION FIRE INS. CO. OF PITTSBURGH, PA  
GROUP: AMERICAN INTERNATIONAL GROUP  
INSUREDS:ROSE EXTERMINATING CO., INC.

ID NO:J-231  
ID NO:S-029

LIMITS: BI: NOT INDICATED

PD:

CSL:

OCCURRENCE/CLAIMS MADE: O DEDUCT:\$

RETRO PLAN: MAX.RETRO.PREM.:\$ RETRO TERM:

INSURED'S AGENT/ADDRESS: FRED S. JAMES & CO. OF TEXAS, INC.  
3811 TURTLE CREEK BLVD.  
LOCK BOX 1  
DALLAS, TX 75219-4419

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: TIMOTHY MALONEY, MANAGER  
ENVIRONMENTAL CLAIMS DEPT.  
NATIONAL UNION FIRE INSURANCE CO. OF PITTSBURGH, PA  
50 S. CLINTON ST.  
EAST ORANGE, NJ 07019

ADDITIONAL INSURED(S):

STATUS:

COMMENTS: COMPANY WAS CREATED 1960, INCORPORATED IN 1961.

PAGE: 7

COMPANY:  
ROSE EXTERMINATOR COMPANY

I.D.NO.:  
NN2371

GENERAL LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 12/31/85 TO 12/31/86 NO: GLA 197 79 45  
PREM:\$26,860 SOURCE: P  
INS.CO.: NATIONAL UNION FIRE INS. CO. OF PITTSBURGH, PA  
GROUP: AMERICAN INTERNATIONAL GROUP  
INSUREDS:ROSE EXTERMINATOR CO., INC.

ID NO:J-231  
ID NO:S-029

LIMITS: BI:

PD:

CSL: 1,000,000 OCC.

OCCURRENCE/CLAIMS MADE: DEDUCT:\$500

RETRO PLAN: MAX.RETRO.PREM.:\$ RETRO TERM:

INSURED'S AGENT/ADDRESS: FRED S. JAMES & CO. OF TEXAS, INC.  
3811 TURTLE CREEK BLVD.  
LOCK BOX 1  
DALLAS, TX 75219-4419

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: TIMOTHY MALONEY, MANAGER  
ENVIRONMENTAL CLAIMS DEPT.  
NATIONAL UNION FIRE INSURANCE CO. OF PITTSBURGH, PA  
50 S. CLINTON ST.  
EAST ORANGE, NJ 07019

ADDITIONAL INSURED(S):

STATUS:

COMMENTS: DEDUCTIBLE IS \$500 PER OCCURRENCE FOR PROPERTY DAMAGE.

COMPANY:  
ROSE EXTERMINATOR COMPANY

I.D.NO.:  
NN2371

## GENERAL LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 12/31/84 TO 12/31/85 NO: GLA 156 14 64  
PREM:\$17,250 SOURCE: P  
INS.CO.: NATIONAL UNION FIRE INS. CO. OF PITTSBURGH, PA ID NO:J-231  
GROUP: AMERICAN INTERNATIONAL GROUP ID NO:S-029  
INSUREDS:ROSE EXTERMINATOR CO., INC.

LIMITS: BI:

PD:

CSL: 500,000 OCC.

OCCURRENCE/CLAIMS MADE: DEDUCT:\$500

RETRO PLAN: MAX.RETRO.PREM.:\$ RETRO TERM:

INSURED'S AGENT/ADDRESS: FRED S. JAMES & CO. OF TEXAS, INC.  
3811 TURTLE CREEK BLVD.  
LOCK BOX 1  
DALLAS, TX 75219-4419

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: TIMOTHY MALONEY, MANAGER  
ENVIRONMENTAL CLAIMS DEPT.  
NATIONAL UNION FIRE INSURANCE CO. OF PITTSBURGH, PA  
50 S. CLINTON ST.  
EAST ORANGE, NJ 07019

ADDITIONAL INSURED(S):

STATUS:

COMMENTS: DEDUCTIBLE IS \$500 PER OCCURRENCE FOR PROPERTY DAMAGE. HANDWRITTEN NOTATION INDICATES POLICY TERM WAS 12-31-85/86, HOWEVER, IN MAINTAINING CONTINUITY WITH SUCCEEDING POLICY TERMS, THIS POLICY MUST COVER THE 1985 PERIOD, THUS THE PERIOD OF 12-31-84 TO 12-31-85. ALSO, A HANDWRITTEN NOTATION INDICATES LIMITS WERE 1,000,000 OCC. CSL.

COMPANY:  
ROSE EXTERMINATOR COMPANY

PAGE: 9

I.D.NO.:  
NN2371

WORKER 'S COMP/EMPLOYER'S LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 08/01/88 TO 08/01/89 NO: NWC C3 16 28 11 8  
PREM:\$ SOURCE: P  
INS.CO.: INSURANCE COMPANY OF NORTH AMERICA  
GROUP: CIGNA GROUP  
INSUREDS:ROSE EXTERMINATOR CO.

ID NO:I-021  
ID NO:S-076

W/C LIMITS: \$  
E/L LIMITS EA:\$100 K  
PL:\$500 K  
EE:\$100 K

DEDUCT:\$

RETRO PLAN:

MAX.RETRO.PREM.:\$

RETRO TERM:

INSURED'S AGENT/ADDRESS: O'LEARY-KIENTZ, INC.  
CONVENTION PLACE OFFICES  
435 ELM ST.  
SUITE 410  
CINCINNATI, OH 45202

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: CASUALTY CLAIMS MANAGER  
CIGNA GROUP  
1600 ARCH ST.  
PHILADELPHIA, PA 19103

ADDITIONAL INSURED(S):

STATUS:

COMMENTS: POLICY COVERS ALL STATES EXCEPT NV, ND, OH, WA, WV, WY. COMPANY  
ENTERED CORPORATE INSURANCE PROGRAM 11-1-88.

COMPANY:  
ROSE EXTERMINATOR COMPANY

PAGE: 10

I.D.NO.:  
NN2371

WORKER 'S COMP/EMPLOYER'S LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 08/01/87 TO 08/01/88

NO: NWC C2 12 51 39 2

PREM:\$547

SOURCE: D

INS.CO.: INSURANCE COMPANY OF NORTH AMERICA

ID NO:I-021

GROUP: CIGNA GROUP

ID NO:S-076

INSUREDS:ROSE EXTERMINATOR CO.

W/C LIMITS: \$  
E/L LIMITS EA:\$100 K  
PL:\$500 K  
EE:\$100 K

DEDUCT:\$

RETRO PLAN:

MAX.RETRO.PREM.:\$

RETRO TERM:

INSURED'S AGENT/ADDRESS: O'LEARY-KIENTZ, INC.  
CONVENTION PLACE OFFICE  
435 ELM ST.  
SUITE 410  
CINCINNATI, OH 45202

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: CASUALTY CLAIMS MANAGER  
CIGNA GROUP  
1600 ARCH ST.  
PHILADELPHIA, PA 19103

ADDITIONAL INSURED(S):

STATUS:

COMMENTS: COVERS OPERATIONS IN OHIO AND KENTUCKY.

COMPANY:  
ROSE EXTERMINATOR COMPANY

PAGE: 11

I.D.NO.:  
NN2371

WORKER 'S COMP/EMPLOYER'S LIABILITY INSURANCE POLICIES (PRIMARY)

TERM: 08/01/86 TO 08/01/87 NO: NWC C27604419  
PREM:\$ SOURCE: RND  
INS.CO.: INSURANCE COMPANY OF NORTH AMERICA  
GROUP: CIGNA GROUP  
INSUREDS:ROSE EXTERMINATOR CO.

ID NO:I-021  
ID NO:S-076

W/C LIMITS: \$  
E/L LIMITS EA:\$  
PL:\$  
EE:\$

DEDUCT:\$

RETRO PLAN:

MAX.RETRO.PREM.:\$

RETRO TERM:

INSURED'S AGENT/ADDRESS: O'LEARY-KIENTZ, INC.  
CONVENTION PLACE OFFICE  
435 ELM ST.  
STE. 410  
CINCINNATI, OH 45202

INSURER'S AGENT/ADDRESS:

NOTICE TO BE SENT TO: CASUALTY CLAIMS MANAGER  
CIGNA GROUP  
1600 ARCH ST.  
PHILADELPHIA, PA 19103

ADDITIONAL INSURED(S):

STATUS:

COMMENTS:

ATTACHMENT B

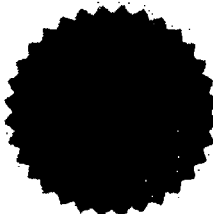
*Delaware*

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "WASTE MANAGEMENT HOLDINGS, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 2003, AT 4:29 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0687719 B100

030711741

AUTHENTICATION: 2734898

DATE: 11-06-03

**THIRD RESTATED CERTIFICATE OF INCORPORATION  
OF  
WASTE MANAGEMENT HOLDINGS, INC.**

Waste Management Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1 The name of the Corporation is Waste Management Holdings, Inc., and the name under which the Corporation was originally incorporated is Waste Management, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was September 23, 1968.

2 This Third Restated Certificate of Incorporation amends and restates the Restated Certificate of Incorporation of the Corporation, including all amendments thereto, in its entirety.

3 The provisions of the Restated Certificate of Incorporation as amended or supplemented heretofore are hereby deleted in their entirety and the following provisions are substituted in their place.

**"Article I  
Name**

The name of the Corporation is Waste Management Holdings, Inc.

**Article II  
Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation in the State of Delaware is the Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation is The Corporation Trust Company.

**Article III  
Corporate Purpose**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

**Article IV**  
**Capital Stock**

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 100, all of which shall be shares of Common Stock, par value \$0.01 per share.

**Article V**  
**Directors**

Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the By-laws of the Corporation.

**Article VI**  
**Indemnification of Directors, Officers and Others**

(1) No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

(2) Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer (or equivalent) of another enterprise, shall be indemnified by the Corporation to the fullest extent authorized by the General Corporation Law of Delaware as it may be in effect from time to time, except as to any action, suit or proceeding brought by or on behalf of such director or officer without prior approval of the Board of Directors or, if there is an Interested Stockholder (as defined below) at the time such action, suit or proceeding is brought, without prior approval of the majority of the Continuing Directors (as defined below) of the Corporation. The right to indemnification conferred in this Article VI shall not be exclusive of any other right which any person may have or hereafter acquire under this Third Restated Certificate of Incorporation or any statute, by-law agreement, vote of stockholders or disinterested directors or otherwise.

(3) If the Delaware General Corporation Law is amended to further limit or eliminate liability of the Corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the Delaware General Corporation Law as so amended. If the Delaware General Corporation Law is amended to increase or expand liability of the Corporation's directors for breach of fiduciary duty or if the foregoing provisions of this Article VI are modified or repealed by the stockholders of the Corporation, no such amendment, modification or repeal shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such

director occurring prior to the time of such amendment, modification or repeal or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, modification or repeal.

(4) Notwithstanding any other provision of this Third Restated Certificate of Incorporation or the by-laws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, this Third Restated Certificate of Incorporation or the by-laws of the Corporation), the amendment or repeal of Article VI of this Third Restated Certificate of Incorporation, or the adoption of any provision inconsistent herewith, shall require the approval of the holders of shares representing at least 80% of the outstanding shares of Common Stock.

(5) For purposes of this Article VI, the term "Continuing Director" shall mean a Director who was a member of the Board of Directors of the Corporation prior to the time the Interested Stockholder in question became an Interested Stockholder and who is not an Affiliate or Associate of such Interested Stockholder and who was not proposed for election as a Director by or on behalf of such Interested Stockholder, and any successor of a Continuing Director who is not an Affiliate or Associate or representative of such Interested Stockholder and is recommended to succeed a Continuing Director by a majority of the Continuing Directors then on the Board of Directors of the Corporation.

(6) For purposes of this Article VI, the term "Interested Stockholder" shall mean and include any individual, corporation, partnership or other person or entity (other than the Corporation or any of its Subsidiaries or any employee benefit plan of either the Corporation or any of its Subsidiaries or any trustee or fiduciary with respect to any such plan when acting in such capacity) which, together with its "Affiliates" and "Associates" (as defined pursuant to Rule 12b-2 under the Securities Exchange Act of 1934, as such Rule was in effect on March 1, 1985), was the "Beneficial Owner" (as defined pursuant to Rule 13d-3 under such Act, as such Rule was in effect on March 1, 1985), of more than five percent of the outstanding shares of Common Stock, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity, or which was the Beneficial Owner at an time within the two-year period immediately preceding the time in question of more than five percent of the outstanding Common Stock, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity.

(7) For purposes of this Article VI, the term "Subsidiary" shall mean a corporation with respect to which the Corporation is the Beneficial Owner of the majority of each class of voting securities.

## Article VII

### By-Laws

The directors of the Corporation shall have the power to adopt, amend or repeal by-laws.

NO. 937

**Article VIII**

(Reserved.)

**Article IX**  
**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision of this Third Restated Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders in this Third Restated Certificate of Incorporation are subject to this reservation."

4 This Third Restated Certificate of Incorporation was duly adopted by the unanimous written consent of the sole stockholder in accordance with applicable provisions of Section 228, 242 and 245 of the General Corporation Law of the State of Delaware

IN WITNESS WHEREOF, WASTE MANAGEMENT HOLDINGS, INC. has caused this Third Restated Certificate of Incorporation to be signed by Linda J. Smith, its Vice President and Secretary, this 5<sup>th</sup> day of November, 2003.

**WASTE MANAGEMENT HOLDINGS, INC.**

/s/ Linda J. Smith

Linda J. Smith

Vice President and Secretary

# ATTACHMENT C

**BY-LAWS  
OF  
WASTE MANAGEMENT HOLDINGS, INC.  
(hereinafter called the "Corporation")**

**ARTICLE I  
OFFICES**

**Section 1. Registered Office.** The registered office of the Corporation shall be c/o CT Corporation, 1209 Orange Street, Wilmington, Delaware.

**Section 2. Other Offices.** The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine.

**ARTICLE II  
MEETINGS OF STOCKHOLDERS**

**Section 1. Place of Meetings.** Meetings of the stockholders for the election of directors or for any other purpose shall be held at such time and place, either within or without the State of Delaware, as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

**Section 2. Annual Meetings.** The annual meetings of stockholders shall be held on such date and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which meetings the stockholders shall elect directors and transact such other business as may properly be brought before the meeting. Written notice of each annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting.

**Section 3. Special Meetings.** Special meetings of stockholders may be called by the President or the Board of Directors. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting.

**Section 4. Quorum.** Except as otherwise provided by law or by the Certificate of Incorporation, the holders of a majority of the capital stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder entitled to vote at the meeting.

**Section 5. Voting.** Unless otherwise required by law, the Certificate of Incorporation or these By-laws, (i) any question brought before any meeting of stockholders shall be decided by the vote of the holders of a majority of the stock represented and entitled to vote thereat and (ii) each stockholder represented at a meeting of stockholders shall be entitled to cast one vote for each share of the capital stock entitled to vote thereat held by such stockholder. Such votes may be cast in person or by proxy but no proxy shall be voted on or after three (3) years from its date, unless such proxy provides for a longer period. The Board of Directors, in its discretion, or the officer of the Corporation presiding at a meeting of stockholders, in his discretion, may require that any votes cast at such meeting shall be cast by written ballot.

Section 6.        List of Stockholders Entitled to Vote. The officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholders and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder of the Corporation who is present.

Section 7.        Stock Ledger. The stock ledger of the Corporation shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by Section 6 of this Article II or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

### ARTICLE III DIRECTORS

Section 1.        Number and Election of Directors. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of not less than one director, the exact number of directors to be determined from time to time by resolution adopted by the affirmative vote of a majority of the directors then in office. At each annual meeting of stockholders beginning with the first, successor directors shall be elected. Each director shall hold office until the ensuing meeting and until such director's successor is elected and qualified or until such director's earlier death, resignation, or removal.

Directors of the Corporation may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

Section 2.        Vacancies. Any vacancy on the Board of Directors that results from an increase in the number of directors may be filled by a majority of the Board of Directors then in office, provided that a quorum is present, and any other vacancy occurring in the Board of Directors may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director.

Section 3.        Duties and Powers. The business of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Corporation's Certificate of Incorporation or by these By-laws directed or required to be exercised or done by the stockholders.

Section 4.        Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Board of Directors may be held without notice at such time and at such place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President or any two directors. Notice thereof stating the place, date and hour of the meeting shall be given to each director either by mail not less than forty-eight (48) hours before the time of the meeting, by telephone, electronic facsimile or telegram not less than twenty-four (24) hours before the time of the meeting, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances.

Section 5.        Quorum. Except as may be otherwise specifically provided by law, the Corporation's Certificate of Incorporation or these By-laws, at all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6.        Actions of Board. Unless otherwise provided by the Corporation's Certificate of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any

committee thereof may be taken without a meeting, if all the members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

**Section 7. Meetings by Means of Conference Telephone.** Unless otherwise provided by the Corporation's Certificate of Incorporation or these By-laws, members of the Board of Directors of the Corporation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 7 of this Article III shall constitute presence in person at such meeting.

**Section 8. Committees.** The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members thereof present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. Any committee, to the extent allowed by law and provided in the resolution establishing such committee, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. Each committee shall keep regular minutes and report to the Board of Directors when required.

**Section 9. Compensation.** The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

**Section 10. Interested Directors.** No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if (i) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

#### ARTICLE IV OFFICERS

**Section 1. General.** The offices of the Corporation shall be chosen by the Board of Directors and shall be a President and a Secretary. The Board of Directors, in its discretion, may also choose one Treasurer and one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers. Any number of offices may be held by the same person, unless otherwise prohibited by law, the Corporation's Certificate of Incorporation or these By-laws. The officers of the Corporation need not be stockholders of the Corporation nor need such officers be directors of the Corporation.

Section 2.      Election. The Board of Directors at its first meeting held after each annual meeting of stockholders shall elect the officers of the Corporation, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. The salaries and other compensation of all officers of the Corporation shall be fixed by the Board of Directors.

Section 3.      Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by the President or any Vice President and any such officer may, in the name of and on behalf of the Corporation, take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 4.      The President. The President shall be the chief executive officer and the chief operating officer of the Corporation, shall have general direction of the business and affairs of the Corporation and general supervision over its several officers, subject, however, to the control of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may sign, with the Secretary or Assistant Secretary, certificates representing shares of stock of the Corporation. The President shall execute and deliver, in the name and on behalf of the Corporation, (i) contracts or other instruments authorized by the Board of Directors and (ii) contracts or instruments in the usual and regular course of business except in cases when the execution and delivery thereof shall be expressly delegated or permitted by the Board of Directors or by these By-laws to some other officer or agent of the Corporation, and, in general, shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him by the Board of Directors or as are prescribed by these By-laws.

Section 5.      Vice Presidents. Vice Presidents, if there be any, shall perform such duties and may exercise such other powers as from time to time may be assigned to him by these By-laws or by the Board of Directors. The Vice President may sign certificates of stock of the Corporation. In the absence or disability of the President, a Vice President may preside at meetings of the stockholders and the Board of Directors.

Section 6.      Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of stockholders and record all the proceedings thereat in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President. If the Secretary shall be unable or shall refuse to cause to be given notice of all meetings of the stockholders and special meetings of the Board of Directors, and if there be no Assistant Secretary, then either the Board of Directors or the President may choose another officer to cause such notice to be given. The Secretary shall have custody of the seal of the Corporation and the Secretary or any Assistant Secretary, if there be one, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of any such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be.

Section 7.      Treasurer. The Treasurer, if there be one, shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall

render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Section 8.      Assistant Secretaries. Except as may be otherwise provided in these By-laws, Assistant Secretaries, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President, any Vice President, if there be one, or the Secretary, and in the absence of the Secretary or in the event of the Secretary's disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary.

Section 9.      Assistant Treasurers. Assistant Treasurers, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President, any Vice President, if there be one, or the Treasurer, and in the absence of the Treasurer or in the event of the Treasurer's disability or refusal to act, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer.

Section 10.     Other Officers. Such other officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Board of Directors may delegate to any other officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

## ARTICLE V STOCK

Section 1.      Form of Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed, in the name of the Corporation (i) by the President or a Vice President and (ii) by the Secretary or an Assistant Secretary of the Corporation, certifying the number of shares owned by such holder of stock in the Corporation.

Section 2.      Signatures. Where a certificate is countersigned by (i) a transfer agent other than the Corporation or its employee, or (ii) a registrar other than the Corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 3.      Lost Certificates. The Board of Directors may direct a new certificate to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate, or such owner's legal representative, to advertise the same in such manner as the Board of Directors shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 4.      Transfers. Stock of the Corporation shall be transferable in the manner prescribed by law and in these By-laws. Transfers of stock shall be made on the books of the Corporation only by the person named in the certificate or by his attorney lawfully constituted in writing and upon the surrender of the certificate therefor, which shall be canceled before a new certificate shall be issued.

Section 5.      Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of stockholders of record entitled to notice of

or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

**Section 6. Beneficial Owners.** The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

## ARTICLE VI NOTICES

**Section 1. Notices.** Whenever written notice is required by law, the Corporation's Certificate of Incorporation or these By-laws, to be given to any director, member of a committee or stockholder, such notice may be given by mail, addressed to such director, member of a committee or stockholder, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Written notice may also be given personally or by electronic facsimile, telegram, telex or cable.

**Section 2. Waivers of Notice.** Whenever any notice is required by law, the Corporation's Certificate of Incorporation or these By-laws, to be given to any director, member of a committee or stockholder, a waiver thereof in writing, signed, by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## ARTICLE VII GENERAL PROVISIONS

**Section 1. Dividends.** Dividends upon the capital stock of the Corporation, subject to the provisions of the Corporation's Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, and may be paid in cash, in property, or in shares of the capital stock. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in its absolute discretion, deems proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for any proper purpose, and the Board of Directors may modify or abolish any such reserve.

**Section 2. Disbursements.** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**Section 3. Fiscal Year.** The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

**Section 4. Corporate Seal.** The corporate seal, if there shall be one, shall be in such form as the Board of Directors may prescribe.

**ARTICLE VIII**  
**INDEMNIFICATION**

**Section 1. Power to Indemnify in Actions, Suits or Proceedings Other than Those by or in the Right of the Corporation.** Subject to Section 3 of this Article VIII, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2. Power to Indemnify in Actions, Suits or Proceedings by or in the Right of the Corporation.** Subject to Section 3 of this Article VIII, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer, of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

**Section 3. Authorization of Indemnification.** Any indemnification under this Article VIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article VIII, as the case may be. Such determination shall be made (i) by the Board of Directors by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion, or (iii) by the stockholders. To the extent, however, that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity of authorization in the specific case.

**Section 4. Good Faith Defined.** For purposes of any determination under Section 3 of this Article VIII, a person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe such person's conduct was unlawful, if such person's action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to such person by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The term "another enterprise" as used in this Section 4 of this Article VIII shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan or other

enterprise of which such person is or was serving at the request of the Corporation as a director, officer, employee or agent. The provisions of this Section 4 of this Article VIII shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article VIII, as the case may be.

**Section 5. Indemnification by a Court.** Notwithstanding any contrary determination in the specific case under Section 3 of this Article VIII, and notwithstanding the absence of any determination thereunder, any director or officer may apply to any court of competent jurisdiction in the State of Delaware for indemnification to the extent otherwise permissible under Sections 1 and 2 of this Article VIII. The basis of such indemnification by a court shall be a determination by such court that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 1 or Section 2 of this Article VIII, as the case may be. Neither a contrary determination in the specific case under Section 3 of this Article VIII nor the absence of any determination thereunder shall be a defense to such application or create a presumption that the director or officer seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Section 5 of this Article VIII shall be given to the Corporation promptly upon the filing of such application. If successful, in whole or in part, the director or officer seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

**Section 6. Expenses Payable in Advance.** Expenses incurred by a director or officer in defending or investigating a threatened or pending action, suit or proceeding may be required by the Board of Directors to be paid (upon such terms and conditions, if any, as the Board deems appropriate) by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

**Section 7. Nonexclusivity of Indemnification and Advancement of Expenses.** The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, contract, vote of stockholders or disinterested directors or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the persons specified in Sections 1 and 2 of this Article VIII shall be made to the fullest extent permitted by law. The provisions of this Article VIII shall not be deemed to preclude the indemnification of any person who is not specified in Section 1 of Section 2 of this Article VIII but whom the Corporation has the power or obligation to indemnify under the provisions of the General Corporation Law of the State of Delaware, or otherwise.

**Section 8. Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against such person and incurred by him in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify such person against such liability under the provisions of this Article VIII.

**Section 9. Certain Definitions.** For purposes of this Article VIII, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors and officers, so that any person who is or was a director or officer of such constituent corporation, or is or was a director or officer of such constituent corporation serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as such indemnification relates to such person's acts while serving in any of the foregoing capacities, of such constituent corporation, as such person would have with respect to such constituent corporation if its separate existence had continued. For purposes of this Article VIII, references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an

employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VIII.

Section 10. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11. Limitation on Indemnification. Notwithstanding anything contained in this Article VIII to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Section 5 of this Article VIII), the Corporation shall not be obligated to indemnify any director or officer in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the Corporation.

Section 12. Indemnification of Employees and Agents. The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article VIII to directors and officers of the Corporation.

## **ARTICLE IX** **AMENDMENTS**

Section 1. Except as otherwise provided in the Corporation's Certificate of Incorporation, these By-laws may be altered, amended or repealed, in whole or in part, or new By-laws may be adopted by the stockholders or by the Board of Directors, provided, however, that notice of such alteration, amendment, repeal or adoption of new By-laws be contained in the notice of such meeting of stockholders or Board of Directors as the case may be. Except as otherwise provided in the Corporation's Certificate of Incorporation, all such amendments must be approved by either the holders of a majority of the outstanding capital stock entitled to vote thereon or by a majority of the entire Board of Directors then in office.

# ATTACHMENT D

## ACQUISITION QUESTIONNAIRE

### Instructions:

1. If specific people are mentioned, include current addresses, and telephone numbers, if available.
  2. If answers are in any way memorialized in written documents, attach such documents or reveal such document's present location and the person who controls such document.
  3. If extra pages are needed, reference the question being answered on such extra page.
  4. PRINT OR TYPE ALL ANSWERS.
  5. Be as specific as possible.
-

A. History of the business of the Company:

1. Inception of the Company:

(a) Was the business started from "scratch"?  
Yes X No      (if no, describe acquisition, e.g., stock or assets)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(b) What was the name of the Company at inception?

Rose Rat Exterminator Company

(c) What was the form of the Company at inception, (e.g., proprietorship, partnership, joint venture, corporation)?

Proprietorship

(d) In which state was the Company created and what was the date of creation?

Ohio 1860

(e) What was the business location(s) of the Company at inception?

West 6th Street, Cincinnati, OH

(f) Who were the original owner(s) of the Company and what are their last known addresses?

Solomon Rose

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(g) Who were the original officers, directors, general partners, or proprietors, if applicable?

Solomon Rose

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. History of the Company's Development, from start-up to the present:

(a) Please list all business names used (including trade names), including dates of name changes and how the name change was accomplished.

Rose Rat Exterminator Company  
Rose Exterminator Company

(b) Please list any changes in the Company's business form (e.g., proprietorship to general partnership, partnership to corporation), including the dates of any changes, and the documents used to effectuate such changes;

Proprietorship to Partnership to  
Franchise to Co-Partnership to  
Proprietorship to Corporation in 1961

(c) Please list all material acquisitions or dispositions of routes and customer accounts, including:

(i) The name, business form and last known address of entity from which the Company obtained, or to which the Company transferred assets;

(ii) The name, last known address and telephone of individuals owning entity referred to in (i);

(iii) The date of acquisition or disposition of assets;

(iv) The assets obtained or transferred.

### MATERIAL ASSET ACQUISITIONS OR DISPOSITIONS

[illegible]

(d) Please list each and every stock or partnership interests acquisition or disposition, including:

(i) The name, state of incorporation, and last known address of corporation whose stock the Company obtained, or to which the Company transferred stock;

(ii) The name, last known address and telephone of individuals owning entity referred to in (i);

(iii) The date of acquisition or disposition of stock;

(iv) Whether all of the stock of the corporation or partnership interest was obtained or transferred.

STOCK OR PARTNERSHIP INTEREST ACQUISITION OR DISPOSITION

<u>DATE</u>	<u>ACQ/DIS</u>	<u>OTHER CO./ADDRESS/STATE OF FORMATION</u>	<u>OWNERS</u>	<u>PORTION ( % )</u>
_____	_____	_____	_____	_____
		_____	_____	
		_____	_____	
		_____	_____	
_____	_____	_____	_____	_____
		_____	_____	
		_____	_____	
		_____	_____	
_____	_____	_____	_____	_____
		_____	_____	
		_____	_____	
		_____	_____	

(e) Please list all mergers to which the Company was a party, including:

(i) The name, state of incorporation, last known address and telephone of each corporation with which a merger was effected;

(ii) Which entity was merged into which entity;

(iii) The state of incorporation of the surviving corporation;

(iv) The effective date of the merger.

MERGERS

<u>DATE</u>	<u>OTHER CORP./ADDRESS/TELEPHONE</u>	<u>SURVIVOR/STATE OF INC.</u>
<hr/>	<hr/>	<hr/>
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<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

(f) Please list any change or additions of business addresses the Company used including:

(i) The street address and mailing address of each location from which the Company conducted its operations from the date of start-up to the present;

(ii) The name and address of the owner of each such location when it was occupied by the Company (provide relevant documents, such as deeds or leases);

(iii) The dates each such location was occupied by the Company;

(iv) The nature of the Company's activity conducted at each location.

### CHANGES IN BUSINESS ADDRESS

<u>DATES OCCUPIED</u>	<u>LOCATION</u>	<u>NAME AND ADDRESS OF OWNER OF LOCATION</u>	<u>NATURE OF COMPANY'S ACTIVITIES</u>
	<u>West 6th Street</u> <u>Cincinnati, OH</u>	<u>Solomon Rose</u>	
	<u>Court Street</u> <u>Cincinnati, OH</u>	<u>Solomon-Daniel Rose</u>	
	<u>3rd Street</u> <u>Cincinnati, OH</u>		
	<u>100 E. Court Street</u> <u>Cincinnati, OH</u>	<u>Rose-Marsh</u>	

1981

1230 W. 8th Street Tom Evers  
Cincinnati, OH

(g) Any change in the Company's owners, including last known addresses of such persons.  
Solomon Rose to Solomon & Daniel Rose to  
Daniel Rose-Charles Manard-Edwin Marsh to  
Daniel Rose - Edwin Marsh to  
Daniel Rose-Edwin Marsh-Robert Yeager to  
Daniel Rose-Robert Yeager to  
Robert Yeager-Raeburn Drive-Cinti, OH  
to Thomas Evers-39 Maddonna Lane, Cold Spring

3. Please list information and documents concerning all liability insurance ever held by the Company, including workers' compensation, employers' liability, automobile liability, general liability and umbrella or excess liability insurance, such information and documents to include:

(a) The name, last known address and telephone number of each insurance agent used by the Company indicating the years used; and

(b) A copy of each liability insurance policy, certificate of insurance or other document (including correspondence and ledgers) evidencing liability insurance issued to the Company from start-up to the present.

### INSURANCE

TYPE	EFFECTIVE DATES	INSURANCE CO.	AGENT/ADDRESS/TELEPHONE NO.
G.L.	1981-Now	Fred S. James & Co.,	Dallas, TX 214-651-4000
Auto L & C	Same as Above		
G.L. & Auto	1960-1981	B&D.A. Weishurger	
Bldg. Theft	1960-Now	Kientz & Company, Cinti,	OH 513-621-9036

4. Please list all entities from which any type of permit was obtained.

ENTITY	ADDRESS	PERMIT
KY Dept. of Ag.	Frankfort, KY 40601	License
City of Ft. Thomas	Ft. Thomas, KY	Occ. License
City of Southgate	Southgate, KY	Occ. License
City of Cold Spring	Cold Spring, KY	Occ. License
City of Alexandria	Alexandria, KY	Occ. License
Ind. State	West Lafayette, Ind.	State License
OH Dept. of Agr.	Columbus, OH	State License
State of Ohio	Columbus, OH	Vendors License
State of Ohio	Columbus, OH	Work. Comp.

5. A complete history concerning any claims made by or against the Company for personal injury or property damage, in the last 3 years (including workers' compensation claims), including:

1. The name and last known address of the claimant;
2. The date of claim and date of accident out of which claim arose;
3. The name and address of attorney (if any) representing the Company;
4. If claim resulted in litigation, identify caption of case, court in which filed and court docket number;

5. If any claims are still pending, identify their status.

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6. The last known address and telephone number of those officers, directors, partners or employees of the Company or other persons with significant knowledge of the Company's development and operations.

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7. Information (and contracts, if any) concerning professional advice, consultation or services provided by any of the following to the Company or for the benefit of the Company:

1. Attorneys and chemists;
2. Accountants, auditors and financial advisors during the past 5 years.

<u>Profession</u>	<u>Name/Address</u>	<u>Date Retained</u>	<u>Purpose</u>
Attorney	Strauss & Troy	1980-Present	Legal
Accountant	Rudler & Assoc.	1985-Present	Financial
Accountant	Patrick J. Burke & Asso.	1982-1985	Financial
Financial Adv.	William A. Spooner	1980-Present	Financial
Manaqment	John Sherwood	1987-Present	Mgmt Consultan

The undersigned certify that the foregoing information is accurate and complete in all material respects.

E. Thomas Evers  
Signature

E. Thomas EVERS  
Print

Date: 11-11-88

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print

Date: \_\_\_\_\_

# ATTACHMENT E

## ROSE EXTERMINATOR COMPANY

REC'D AUG 23 1986  
FROM THE DESK OF

THOMAS E. EVERS  
President

Dear Steve:

Good to hear from you the other day.  
I have enclosed July 1988 financial statements.  
Again, we had a great month. I'm not sure  
that I am needed here. They are doing a wonderful  
job.

See you on August 31<sup>st</sup>.

Sincerely,  
Tom

# ROSE EXTERMINATOR COMPANY

From The Desk Of

REC'D AUG 11 1988

**THOMAS E. EVERS**

President

Dear Steve:

Vehicle List & Lease Arrangements

Employee List, etc.

The training policy and program is forthcoming.  
Please call if you have any questions.

Tom  
7

Technologies' capabilities enhance Waste Management's own strong resources, placing us in the high-technology air-pollution control, water and wastewater treatment areas and, through its highly respected Rust International Corporation subsidiary, in the environmental engineering and construction services field.

Chemical Waste Management, Inc., our 76-percent-owned hazardous waste services subsidiary, reported another record year. Its performance reflected strength across its operations, including its core treatment and disposal businesses and ENRAC® site cleanup activity.

In the fall, Chemical Waste Management acquired a majority ownership of The Brand Companies, Inc., enhancing its position in the asbestos abatement industry. Brand is the only national supplier of asbestos abatement services.

During the year, we reached an agreement with ServiceMaster Limited Partnership to combine our pest control and lawn care businesses into a new enterprise, ServiceMaster Consumer Services Limited Partnership. We obtained an ownership interest of 19.9 percent in the new company, which will also include ServiceMaster's Terminix pest control services, Merry Maids domestic cleaning services and ServiceMaster's other consumer businesses. We believe the combination of these two fine businesses will produce a single, even stronger organization capable of enhancing our participation in America's growing consumer services industry.

## FINANCIAL PERFORMANCE

Record revenues and net income were achieved in 1990.

For the year ended December 31, 1990, net income before extraordinary item climbed 26 percent to \$709,309,000, compared with \$562,135,000 a year earlier. Earnings per share rose 22 per-

cent to \$1.49 (\$1.44 after extraordinary item) versus \$1.22 in 1989. Revenues increased 37 percent to \$6,034,406,000 from \$4,413,742,000 in 1989.

The Company recorded an extraordinary charge in the year reflecting Waste Management's percentage interest in the write-down by Wheelabrator Technologies of its investment in the stock of The Henley Group, Inc. and Henley Properties Inc. to market value. The effect of the extraordinary item on the Company's results amounted to \$24,547,000, or \$.05 per share.

In May, the Board of Directors increased the regular quarterly cash dividend 12.5 percent to \$.09 per share. It was the 17th increase since the Company began paying dividends in 1976.

## NEW OPPORTUNITIES

Strict environmental regulation and enforcement continue to drive our growth. We expect the stronger regulations coming in the United States and Europe to add value to our comprehensive waste services and the air pollution control and clean water technologies now offered by us.

Expanding upon the successful development of our municipal household materials recovery programs, we are now focusing additional resources on commercial recycling. The collection of high-grade office papers and old corrugated containers will add to the breadth and, we believe, the success of our recycling initiatives.

The recycling alliances we have established with The DuPont Company, Stone Container Corporation and American National Can Company should assure us of stronger and more stable markets for the materials we recover. We are extremely proud of the leadership role we are playing to promote recycling, and we will continue to refine these services.

In Europe, the Company continued its expansion. Our inter-

national management team was strengthened as additional experienced financial and operations personnel were assigned to support that effort.

In the Pacific Rim region, the government of Hong Kong awarded the Company a contract to design and construct a fully integrated, \$125-million chemical waste treatment facility and to collect and treat for a 15-year period all the hazardous waste generated in Hong Kong. This integrated facility, with its variety of technologies, will be the most comprehensive in the world.

## THE PEOPLE OF WASTE MANAGEMENT

Waste Management's people today number more than 62,000. Truly front-line environmentalists, they are at work in more than 750 operating locations throughout the United States and Canada, and in more than a dozen countries in Europe, the Middle East, South America and the Pacific Rim.

The work they do contributes not only to our performance, but also to the well-being of the communities we serve. We are very proud of these professionals, several of whom are highlighted in this report, and the efforts they make on our behalf.

## MANAGEMENT

In May, stockholders re-elected three members of our Board of Directors. They include: Donald F. Flynn, Senior Vice President of Waste Management, Inc.; Peer Pedersen, Chairman of the Board of the Chicago law firm of Pedersen & Houpt, P.C.; and Phillip B. Rooney, President and Chief Operating Officer of Waste Management, Inc. Also in May, Herbert A. Getz, the Company's Secretary since 1988, was elected a Vice President.

In July, D. P. "Pat" Payne joined Waste Management, Inc. as Senior Vice President with responsibility for sales and marketing, state government affairs, information

# ATTACHMENT G

For further information contact:

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FOR IMMEDIATE RELEASE

April 1, 1997

## SERVICEMASTER AND WMX TECHNOLOGIES COMPLETE SHARE BUY-BACK

Downers Grove, Illinois and Oak Brook, Illinois -- ServiceMaster (NYSE:SVM) and WMX Technologies, Inc. (NYSE:WMX) today announced successful completion of the purchase by ServiceMaster of WMX's 19 percent ownership interest in ServiceMaster. As announced in February, the two companies had agreed that ServiceMaster would purchase WMX's entire ownership interest in ServiceMaster for approximately \$626 million in cash. WMX owned 27.2 million restricted shares of ServiceMaster, and also had an option to purchase an additional 1.875 million shares which was cancelled as part of the transaction.

ServiceMaster serves more than 6.5 million customers in the United States and in 32 countries around the world, with annual customer level revenue of almost \$5 billion. ServiceMaster is a network of quality service companies with two major operating segments, ServiceMaster Consumer Services and ServiceMaster Management Services, and an emerging international unit.

WMX Technologies, Inc., based in Oak Brook, Illinois, provides integrated waste management services through its principal subsidiaries, Waste Management, Inc., Wheelabrator Technologies Inc. and Waste Management International plc.

DEBRA KOPSKY  
630/572-2486  
WASTE MANAGEMENT  
720 E. BUTTERFIELD ROAD  
LOMBARD IL 60148

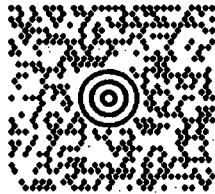
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EMERGENCY ENFORCEMENT SERVICES SECT  
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